

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**ASHFORD HOSPITALITY PRIME, INC.,**

**Plaintiff,**

**v.**

**SESSA CAPITAL (MASTER), L.P., SESSA  
CAPITAL GP, LLC, SESSA CAPITAL IM,  
L.P., SESSA CAPITAL IM GP, LLC, JOHN  
E. PETRY, PHILIP B. LIVINGSTON,  
LAWRENCE A. CUNNINGHAM, DANIEL  
B. SILVERS and CHRIS D. WHEELER,**

**Defendants.**

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**Case No. \_\_\_\_\_**

**NOTICE OF REMOVAL**

**PLEASE TAKE NOTICE** that Defendants Sessa Capital (Master), L.P., Sessa Capital GP, LLC, Sessa Capital IM, L.P., Sessa Capital IM GP, LLC, John E. Petry, Philip B. Livingston, Lawrence A. Cunningham, Daniel B. Silvers and Chris D. Wheeler, and Counterclaim-Plaintiff and Third-Party Plaintiff Sessa Capital (Master), L.P. (collectively, “the Defendants”), hereby remove this case to the United States District Court for the Northern District of Texas. The grounds for removal are as follows:

**I. Procedural Statement**

1. Plaintiff Ashford Hospitality Prime, Inc. commenced a civil action, *Ashford Hospitality Prime, Inc. v. Sessa Capital (Master), L.P., Sessa Capital GP, LLC, Sessa Capital IM, L.P., Sessa Capital IM GP, LLC, John E. Petry, Philip B. Livingston, Lawrence A. Cunningham, Daniel B. Silvers and Chris D. Wheeler*, Cause No. DC-16-02738, in the District Court of Dallas County, Texas, 44<sup>th</sup> Judicial District, (the “State Court Action”) filed on March 8, 2016.

2. The State Court Action involves the same controversy and operative facts as an action previously filed by Ashford Prime, Inc. against the same defendants in this Court, Civil Action No. 3:16-cv-00527-N, which has been assigned to District Judge Godbey.

## **II. This Court Has Original Jurisdiction Based on Diversity**

3. A civil action may be removed from state court to federal court if the case is one “of which the district courts of the United States have original jurisdiction.” 28 U.S.C. § 1441(a). While the action seeks declaratory and injunctive relief, the amount in controversy exceeds \$75,000, exclusive of interests and costs. 28 U.S.C. § 1332(a).

4. The state court case is removable because there is complete diversity of citizenship. Specifically:

5. Plaintiff is a Maryland corporation headquartered in Texas.

6. Defendant, Counterclaim Plaintiff and Third-Party Plaintiff Sessa Capital (Master), L.P., is a Cayman Islands partnership with a principal place of business in New York.

7. Defendants Sessa Capital GP, LLC and Sessa Capital IM GP, LLC are both Delaware limited liability companies with their principal places of business in New York.

8. Defendant Sessa Capital IM, L.P. is a Delaware limited partnership with a principal place of business in New York and a Delaware General Partner.

9. Defendants John E. Petry, Lawrence A. Cunningham, and Daniel B. Silvers are all New York residents; Defendant Philip B. Livingston is a Colorado resident and Chris D. Wheeler is a Florida resident.

## **III. This Notice of Removal is Timely and Venue in This Court Is Proper**

10. This Notice of Removal is timely because it is being made “within 30 days after receipt by the Defendants, through service or otherwise, of a copy of the initial pleading setting forth the claim for relief upon which such action or proceeding is based.” 28 U.S.C. § 1446(b)(1).

11. Venue for this removal action is proper in this Court pursuant to 28 U.S.C. § 1391(b)(2), because a substantial part of the events or omissions giving rise to the claims asserted herein occurred within the Northern District of Texas. Among other things, Plaintiff Ashford Prime's headquarters and principal place of business is located in this District, the relevant Board meetings and stockholders meeting were held in Dallas, Texas, and other actions and omissions of the Board of Directors at issue occurred in this judicial district.

12. Defendants are filing a copy of this Notice of Removal with the clerk of the District Court of Dallas County, Texas, 44<sup>th</sup> Judicial District, and serving a copy on plaintiffs as required by 28 U.S.C. § 1446(d).

13. As required by 28 U.S.C. § 1446(a), Defendants are filing with this Notice of Removal "a copy of all process, pleadings, and orders served upon" the Defendants in the state court case.

**WHEREFORE**, the Defendants respectfully request removal of this case from the 44<sup>th</sup> Judicial District of the District Court of Dallas County, Texas, to this Court.

Dated: March 14, 2016

Of Counsel:

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***Attorneys for Defendants and Counter-  
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Capital (Master), L.P.***

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that all counsel of record who are deemed to have consented to electronic service are being served with a copy of this document via the Court's CM/ECF system per Local Rule CV-5(a)(3). Any other counsel of record will be served by facsimile transmission and/or first class mail this 14th day of March, 2016.

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